

**ARTICLES OF ASSOCIATION**  
**of**  
**Swiss LegalTech Association**

**I. NAME, REGISTERED OFFICE AND PURPOSE**

**Art. 1 Name**

An association called

**"Swiss LegalTech Association (SLTA)"**

has been established for an indefinite period in accordance with Art. 60 et seq. of the Swiss Civil Code (CC).

**Art. 2 Registered office**

The Association's registered office is in Zurich

**Art. 3 Purpose**

The purpose of the Association is to serve as the link between the legal industry and the Legal Tech ecosystem in order to promote a better understanding among all market players of the opportunities and risks associated with digital transformation in the legal market. In this context, it is the purpose of the Association to protect, promote and represent the commercial, business- and sector-political, ethical and professional interests of its members and member organisations.

The Association represents them vis-à-vis politicians, government authorities, public and private institutions, client organisations and other partner organisations in Switzerland and abroad. The Association can work together with or join other organisations with the same or similar interests.

The Association can provide services to its members and member organisations or to third parties and do everything that directly or indirectly supports the interests of its members.

## **II. MEMBERSHIP**

### **Art. 4 Members**

Natural persons and legal entities as well as public organisations can be members of the Association.

Legal entities and public organisations who take out active membership (see Art. 7) appoint a representative to exercise their membership rights at the General Meeting of Members.

### **Art. 5 Categories**

The member categories are:

- Active members with voting rights (Art. 6)
- Honorary members (Art. 8)

The Executive Board can create additional member categories as and when needed.

### **Art. 6 Active members**

Any natural person, legal entity and public organisation who is interested in the Association's purpose pursuant to Art. 3 and wishes to make an active contribution to the achievement of the Association's purpose can become an active member with voting rights.

### **Art. 7 Honorary members**

Honorary membership is bestowed upon natural persons who distinguish themselves through special services rendered to the Association or through their work and/or special achievements in the field of LegalTech.

### **Art. 8 Application for membership**

Membership is acquired upon approval of the application by the Executive Board and payment of the membership fee.

Upon application and submission of a student's registration card, students can be released from the obligation to pay a membership fee.

The Executive Board approves applications for membership. No grounds for a rejection need be given.

The Executive Board can at its discretion determine the membership category, request references from the applicant or make admission dependent upon terms and conditions. In the latter case and if the Executive Board changes the category, the board will set a deadline for the applicant to agree to the conditions or withdraw the application.

**Art. 9 Rights of members**

Active members have voting rights and are entitled to vote and stand for election at the General Meeting of Members.

The members have the right to participate in the activities and events of the Association at membership conditions. The right to apply restrictions to participation is reserved.

members may avail themselves of the services that the Association offers to its members.

**Art. 10 Duties of members**

Active members are obligated to pay the annual membership fee determined by the Executive Board.

**III. TERMINATION OF MEMBERSHIP**

**Art. 11 Resignation**

Active members can announce their resignation from the Association by giving three months' notice to 31 December of any calendar year. The resignation can be submitted by letter or email to [info@swisslegaltech.ch](mailto:info@swisslegaltech.ch).

Honorary members can announce their resignation in the same manner, but without needing to comply with the three-month notice period.

**Art. 12 Cancellation**

Membership of the Association is automatically cancelled:

- In the event of the bankruptcy, liquidation and/or deletion of the company or organisation from the Commercial Register.
- If the organisation is confirmed to have been liquidated or the legal status, if any, of the company or organisation has been cancelled.
- In the event of the death of a member.

The membership fee remains payable in full for the current financial year.

**Art. 13 Exclusion**

A member is excluded by unanimous resolution of the Executive Board or upon application approved by a simple majority of the votes of the General Meeting of Members. Grounds for exclusion include:

- Repeated violation of the Association's interests
- Non-performance of the financial obligations in spite of two written reminders
- Other reasons that are deemed to be good cause by the Executive Board
- The exclusion of a member does not have to be explained.

There is no claim to the association funds if membership has been cancelled or for members who have resigned or were excluded.

**IV. FINANCES**

**Art. 14 Membership fees and other means of raising funds**

The Association primarily finances itself with the fees received from its members. The membership fees of the active members and passive members are determined by the Executive Board every year.

The Association additionally finances itself with contributions from sponsors and donors and payments for services rendered by the Association.

The General Meeting of Members can also approve additional contributions for special campaigns, and advance payments can be requested if needed.

A new fee-paying member admitted during the course of a calendar year pays a pro rata membership fee for the current year, with the month in which admission was granted counting as a full month.

**Art. 15 Financial year**

The financial year equals the calendar year.

**Art. 16 Liability**

Liability for obligations incurred by the Association is limited exclusively to the association funds. Members carry no personal liability beyond their obligation to pay the regular membership fee.

## V. ORGANISATION

### Art. 17 Governing and executive bodies

The governing and executive bodies of the Association are:

- - The General Meeting of Members
- - The Executive Board (EB)
- - The Advisory Board
- - The auditor

### Art. 18 Executive Board (RB)

The Executive Board constitutes itself.

The term of office of the President and the Vice-President is two years. Re-election is possible.

The Executive Board meets on invitation and under the chairmanship of the President when needed, but at least three times per year. Invitations are sent out in writing. The Executive Board is quorate if at least half of its members are present. It passes resolutions by absolute majority of the votes of the members present. If votes are tied, the President has the casting vote, while elections are decided by drawing lots.

Resolutions concerning a motion may also be adopted in writing by circular letter or fax or electronic mail as well as via telephone or video conference, provided that none of the members requests oral deliberation.

The Executive Board decides on all matters that are not reserved for the General Meeting of Members. It has the following tasks in particular:

- a. Representing the Association externally. The duty of representing the Association can also be transferred to an individual member of the Executive Board or to the President.
- b. Keeping the Association's books.
- c. Deciding on the admission and exclusion of members
- d. Determining the strategic focus and the focal points of the Association's activities
- e. Preparing and convening the General Meeting of Members and formulating the motions
- f. Determining the signatory authority



- g. Determining the amount of the membership fees
- h. Discussing and passing resolutions on all matters that are not reserved for another governing or executive body by the law or the Articles of Association.

**Art. 19 Advisory Board**

The members of the Advisory Board support the Association to the extent of the opportunities available to them. They serve as advisors to the Executive Board and help to improve awareness of the Association. The Advisory Board meets with the Executive Board at least once a year.

**Art. 20 General Meeting of Members**

The General Meeting of Members is the supreme governing body of the Association. It is chaired by the President or, in his/her absence, another member of the Executive Board.

The General Meeting of Members has the following tasks:

- a. Electing the Executive Board  
Electing the auditor
- b. Approving the annual accounts and the annual report
- c. Discharging the members of the Executive Board and the Advisory Board
- d. Deciding on amendments to the Articles of Association Appointing committees and their members
- e. Deciding on the dissolution of the Association and the use of the liquidation proceeds

Resolutions are passed with the simple majority of the votes of the members present at the General Meeting.

**Art. 21 Convocation**

The General Meeting of Members is convened in the first half of the year by the President by written or electronic invitation sent at least 20 days before the Meeting. The invitation must announce the time and venue of the Meeting as well as the items on the agenda.

Executive Board to call an extraordinary General Meeting at any time.

The agenda must be attached to the invitation. An item that has not been included in the agenda can only be discussed if this is approved by the simple majority of the members with voting rights present at the General Meeting.

**Art. 22      Motions**

Motions from members have to be submitted to the Executive Board in writing and stating the reasons at least 20 days before the General Meeting of Members. The Executive Board must then include the motion in the agenda.

**Art. 23      Participation**

All members and their nominated representatives are entitled to take part in the General Meeting of Members, regardless whether they have voting rights or not. The Executive Board can require a written proxy.

One voting card per member with voting rights is issued by way of identification.

Upon resolution of the Executive Board, persons who intend to apply for membership or guests can be invited.

**Art. 24      Passing resolutions**

The General Meeting is quorate through its voting members present at the Meeting.

The simple majority of the votes of all members with voting rights who are present at the Meeting is required for Association resolutions. Contrary provisions regarding a quorum of the law or the Articles of Association are reserved.

If votes are tied, the President has the casting vote, while elections are decided by drawing lots.

**Art. 25      Auditor**

The auditor is elected by the General Meeting of Members for a term of office of two years. The auditor audits the annual financial statements and presents its report to the General Meeting of Members.

**VI.          DISSOLUTION**

**Art. 26      Taking the decision**

A decision can be taken to dissolve the Association by a majority of two-thirds of the votes of the members present at a General Meeting of Members.



**Art. 27      Liquidation**

The Executive Board or an external party mandated by the EB has to carry out the liquidation.

**VII.            FINAL PROVISIONS**

**Art. 28      Entry into force**

These Articles of Association enter into force immediately.